

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

Sears Holdings Corporation, *et al.*,¹

Debtors.

Chapter 11

Case No. 18-23538 (RDD)

(Jointly Administered)

**NOTICE OF SECOND QUARTERLY REPORT OF KATTEN MUCHIN ROSENMAN
LLP, AS SPECIAL AVOIDANCE COUNSEL FOR THE DEBTORS, FOR
ALLOWANCE OF CONTINGENT FEES AND REIMBURSEMENT OF EXPENSES
FOR THE PERIOD FROM OCTOBER 1, 2019 THROUGH DECEMBER 31, 2019**

NOTICE IS HEREBY GIVEN that Katten Muchin Rosenman LLP (“Katten”), special avoidance counsel for the Debtors, has filed its Second Quarterly Report for Allowance of Contingent Fees and Reimbursement of Expenses for the Period From October 1, 2019 through December 31, 2019, seeking allowance and payment of Katten’s contingent fees in the amount of \$64,490.74 and actual and necessary expenses in the amount of \$73,247.17 (the “Second Quarterly Report”).

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors’ corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

NOTICE IS FURTHER GIVEN that objections, if any, to the Second Quarterly Report and request for allowance of Katten's contingent fees and reimbursement of expenses must be filed with the Clerk of the Court and served upon (i) Katten Muchin Rosenman LLP, 575 Madison Avenue, New York, NY 10022 (Attn: Steven J. Reisman, Esq. and Karen B. Dine, Esq.) and (ii) the Standard Parties as defined and designated in the Bankruptcy Court's Amended Order Implementing Certain Notice and Case Management Procedures, dated November 1, 2018 (D.I. No. 405), so as to be received no later than **February 7, 2020 at 4:00 p.m. (prevailing Eastern Time)**. A hearing on the Second Quarterly Report shall be held only in the event timely objections are filed. In the event timely objections are filed, a hearing on the Second Quarterly Report and the objection(s) thereto will be scheduled and further notice of the date and time of such hearing will be provided.

NOTICE IS FURTHER GIVEN that, in the absence of any timely objection to the Second Quarterly Report, Katten shall file a certificate of no objection with the Bankruptcy Court, after which the fees and expenses requested in the Second Quarterly Report may be allowed by the Bankruptcy Court on an interim basis.

Dated: January 17, 2020

KATTEN MUCHIN ROSENMAN LLP

By: /s/ Steven J. Reisman
Steven J. Reisman, Esq.
Karen B. Dine, Esq.

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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

Sears Holdings Corporation, *et al.*,²

Debtors.

Chapter 11

Case No. 18-23538 (RDD)

(Jointly Administered)

**SECOND QUARTERLY REPORT OF KATTEN MUCHIN ROSENMAN LLP,
AS SPECIAL AVOIDANCE COUNSEL FOR THE DEBTORS, FOR
ALLOWANCE OF CONTINGENT FEES AND REIMBURSEMENT OF
EXPENSES FOR THE
PERIOD FROM OCTOBER 1, 2019 THROUGH DECEMBER 31, 2019**

Name of Applicant:	Katten Muchin Rosenman LLP, Special Avoidance Counsel to the Debtors
Date of Retention	July 2, 2019, <i>Nunc Pro Tunc</i> to April 1, 2019
Period for which allowance of contingent fees and reimbursement of expenses are sought:	October 1, 2019 through December 31, 2019
Amount of contingent fees sought:	\$64,490.74

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Amount of reasonable and necessary expense reimbursement sought:	\$73,247.17
Exhibit A:	Summary of Contingency Fees and Reimbursable Expenses Sought

1. Katten Muchin Rosenman LLP (“Katten”) hereby files its second quarterly report seeking allowance of its contingency fees and reimbursement of its actual and necessary expenses for the period from October 1, 2019 through December 31, 2019 (the “Applicable Period”) in accordance with the Bankruptcy Court’s Amended Order, dated July 2, 2019, Authorizing the Employment and Retention of Katten Muchin Rosenman LLP as Special Avoidance Counsel for Debtors *Nunc Pro Tunc* to April 1, 2019 [D.I. 4413].

2. For the Applicable Period, Katten’s contingent fees are in the amount of \$64,490.74 and its reimbursable actual and necessary expenses are in the amount of \$73,247.17.

Dated: January 17, 2020

KATTEN MUCHIN ROSENMAN LLP

By: /s/ Steven J. Reisman
Steven J. Reisman, Esq.
Karen B. Dine, Esq.

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New York, NY 10022-2585
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EXHIBIT A

Contingent Fees: 3.5% of gross recoveries of \$1,652,827.62¹: \$57,848.87
6.5% of gross recoveries of \$102,131.03: \$6,641.77

Expenses:

Expense	Cost
Binding	\$148.80
Courier	\$56.49
Court Costs	\$27.50
Legal Research	\$2,662.63
Local Transportation	\$33.15
Out of Town Travel	\$290.01
Telephone Conference Call Charges	\$28.56
Filing Fees for Adversary Proceedings	\$70,000.00
TOTAL:	\$73,247.14

¹ Gross recovery amount reduced by \$21,839.47 to account for unfulfilled settlements from prior quarter.